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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:

USA Commercial Mortgage Company,
Debtor.

Case No. BK-S-06-10725-LBR
Chapter 11

**Stipulated Motion to Approve
Compromise Settlement of Robert
Susskind Proof of Claim; Vacate
Mediation and Status Conference**

**Mediation: June 11, 2012
Time 9:00 a.m.**

**Status Conference: July 17, 2012
Time: 10:00 a.m.**

USACM Liquidating Trust (the "USACM Trust"), by and through its counsel, Lewis and Roca LLP ("Lewis and Roca"), and Robert Susskind ("Mr Susskind") stipulate to the following resolution of the USACM Trust's remaining unresolved objections to allowance of claims.

Mr. Susskind filed Proof of Claim No. 10725-01872 ("Mr. Susskind's Claim") in the amount of \$306,214.00, based upon investments in five loans. The table below lists the loans upon which the claim is based, the amount of the claim related to each loan, and the docket entry of the objection:

Loan Name	Claim Amt. Relating to the Investment	Objection
Elizabeth May	\$50,000.00	DE 6111
Oak Shores II	\$50,000.00	DE 8310
Fox Hills 216	\$50,000.00	DE 8622
Lake Helen	\$81,214.00	DE 8879
Fiesta Oak Valley	\$75,000.00	DE 9077

Below is the status of Mr. Susskind's Claim as it relates to each loan:

The USACM Trust objected to claims based in whole or in part upon investments in the Elizabeth May Real Estate Loan, including Mr. Susskind's Claim for \$50,000 [DE 6111]. The Court sustained that objection [DE 6355] and Mr. Susskind's claim was disallowed to the extent it was based upon an investment in the Elizabeth May Real Estate Loan.

The USACM Trust objected to the claims based in whole or in part upon an investment in The Oak Shores II Loan, including Mr. Susskind's Claim for \$50,000 [DE 8310]. The objection requested that the Court allow unremitted principal relating to the Oak Shores II Loan. Mr. Susskind's claim was allowed for the unremitted principal in the amount of \$10,033.44 and disallowed to the extent it related to an investment in the Oak Shores II Loan \$39,966.56.

The USACM Trust objected to all claims based upon investment in the Fox Hills 216, LLC Loan, including Mr. Susskind's Claim for \$50,000 [DE 8622]. The objection requested that the Court disallow the claims to the extent they are based on an investment in the Fox Hills 216, LLC Loan. Mr. Susskind filed an informal response, and no order has been entered on this objection as it relates to Mr. Susskind's claim.

The USACM Trust objected to claims based upon an investment in The Lake Helen Loan, including Mr. Susskind's claim for \$81,017.94 [DE 8879]. The objection requested that the claims be disallowed to the extent they are based upon an investment in The Lake Helen Loan. The objection requested that the Court allow unremitted principal relating to The Lake Helen Loan. The court entered an order sustaining that objection [DE 9310]. The order allowed Mr. Susskind a claim for unremitted principal of \$196.06.

The USACM Trust objected to all claims based upon an investment in Fiesta Oak Valley Loan, including Mr. Susskind's Claim for \$75,000 [DE 9077]. The objection requested that the Court allow 20% and disallow 80% of the claims. The Court entered an order [DE 9475] allowing Mr. Susskind's claim for \$15,000 (20%) and disallowing \$60,000 (80%).

The USACM Trust and Mr. Susskind have continually negotiated over the resolution of Mr. Susskind's Claim and the USACM Trust's various objections to it. The Trust has considered Mr. Susskind's Claim, and the dialog between the parties. The Trustee believes that Mr. Susskind's Claim lacks merit. Nonetheless, disputing Mr. Susskind's Claim would require the Trust to undertake fact intensive litigation in relation to several different loans, to attend the mediation scheduled for June 11, 2012¹ and a trial on October 16 or 17, 2012. The Trustee believes that the attorneys' fees and expenses the Trust would incur to challenge the claim in such litigation would easily exceed the monetary value to the Trust beneficiaries ultimately derived from challenging Mr. Susskind's claim. Accordingly, the Trustee seeks to settle the claims with Mr. Susskind on the following terms.

¹ The mediation was scheduled in conjunction with two other disputed claims, so the settlement of this claim by and of itself will not eliminate the costs to the Trust for attending the mediations on June 11, 2012 in Reno, NV, but the time required for those mediations will obviously be reduced.

- Robert Susskind will receive a single lump sum distribution from the Disputed Claims Reserve of five thousand dollars (\$5,000). This payment will be in addition to any amounts already paid to Mr. Susskind by the USACM Trust out of the first and second distributions;
- Mr. Susskind will accept the foregoing amount in full and complete satisfaction of his proof of claim and will not share in future distributions except as to those portions of his claims that have already been allowed as discussed above;
- Mr. Susskind's response to the Fox Hills 216 objection [DE 8622] is deemed withdrawn and the objection is deemed sustained in accordance with these terms;
- Any unresolved claims made by Mr. Susskind will be deemed disallowed in full;
- All other funds reserved for Mr. Susskind's claims, if any, will be released from the Disputed Claims Reserve and made available to the Trust for whatever purpose is appropriate in the administration of the Trust;
- The parties agree to mutually release one another from any and all claims that may currently exist;
- The status conference scheduled for July 17, 2012 at 10:00 a.m. will be vacated;
- The settlement conference scheduled for June 11, 2012 at 9:00 a.m. before the Honorable Gregg W. Zive will be vacated; and
- Each party shall bear their own costs and attorneys' fees.

The Trustee and Mr Susskind respectfully request that the court approve their compromise agreement and grant the Motion. Notice to creditors and a hearing are not required under the confirmed Plan, Bankruptcy Code or rules. A proposed form of order is supplied for the court's consideration.

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ROBERT SUSSKIND

By /s/ John Hinderaker (AZ #018024)
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Dated: June 4, 2012

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2 Robert M. Charles Jr. NV (#6593)
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4 Attorneys for USACM Liquidating Trust

5 Dated: June 4, 2012



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